

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**PURDUE PHARMA L.P., et al.,

Debtors.¹**

Chapter 11

Case No. 19-23649 (RDD)

(Jointly Administered)

**OMNIBUS ORDER GRANTING FIRST INTERIM FEE APPLICATIONS OF
PROFESSIONALS FOR ALLOWANCE AND PAYMENT OF COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF
ACTUAL AND NECESSARY EXPENSES**

Upon consideration of each of the applications (each, an “**Application**” and collectively, the “**Applications**”) filed by those professionals identified on **Schedule A** hereto (each, an “**Applicant**” and collectively, the “**Applicants**”), pursuant to sections 327, 328, and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking allowance of interim compensation for professional services rendered and reimbursement of actual and necessary expenses incurred from September 15, 2019 (or the effective date of retention) through and including January 31, 2020 (the “**Fee Period**”); and due and proper notice having been provided pursuant to Bankruptcy Rules 2002(a)(6) and (c)(2) and the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals* [ECF No. 529], and it

¹ The Debtors in these cases, along with the last four digits of each Debtor’s registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF L.P. (0495), SVC Pharma L.P. (5717) and SVC Pharma Inc. (4014). The Debtors’ corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

appearing that no other or further notice need be provided; and a hearing having been held on April 22, 2020 to consider the Applications (the “**Hearing**”); and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b) and the Amended Standing Order of Reference M-431, dated January 31, 2012 (Preska, C.J.); and this matter being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and upon the record of all of the proceedings had before the Court; and it appearing that the amounts set forth on **Schedule A** for which compensation and reimbursement are allowed hereby were reasonable actual, reasonable, and necessary; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT:

1. The Applications are granted as set forth on **Schedule A** hereto.
2. The Applicants are awarded, on an interim basis, (a) compensation for professional services rendered during the Fee Period and (b) reimbursement for actual and necessary expenses incurred by the Applicants, in the amounts set forth on **Schedule A** hereto.
3. The Debtors are authorized and directed to pay the Applicants promptly the amounts of fees and expenses approved by this Order and set forth on **Schedule A** hereto, to the extent such amounts have not previously been paid, *provided that* any fees paid by the Debtors pursuant to this Order shall be subject to a 20% holdback (the “**Holdback**”) that shall be reconsidered at or before the hearing on the second interim fee applications. This Order is without prejudice to the right of each Applicant to seek payment of the balance of the Holdback at a later time.
4. Nothing set forth in this Order shall preclude the review of the Applications by

the independent fee examiner in these cases in accordance with the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* [ECF No. 1023].

5. This Order is a separate order for each Applicant and the appeal of any order with respect to any Applicant shall have no effect on the allowed fees and expenses of the other Applicants.

6. This Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: May 12, 2020
White Plains, New York

/s/Robert D. Drain

HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE

Schedule A

**Interim Fee Applications
September 15, 2019 through January 31, 2020**

Case No: 19-23649 (RDD)

Case Name: In re Purdue Pharma L.P., *et al.*

| Applicant | Date and Docket Number of Application | Fees Requested on First Interim Fee Application | Fees Allowed for First Interim Fee Application (Including Holdback) | Fees Subject to the Holdback ² | Fees Payable by the Debtors | Expenses Requested on First Interim Fee Application | Expenses Allowed for First Interim Fee Application |
|---|---------------------------------------|---|---|---|-----------------------------|---|--|
| <u>Debtors' Professionals</u> | | | | | | | |
| Dechert LLP | March 16, 2020 ECF No. 933 | \$5,252,892.22 | \$5,252,892.22 | \$1,050,578.44 | \$4,202,313.78 | \$815,614.96 | \$815,614.96 |
| Arnold & Porter Kaye Scholer LLP | March 16, 2020 ECF No. 934 | \$671,199.10 | \$671,199.10 | \$134,239.82 | \$536,959.28 | \$304.25 | \$304.25 |
| King & Spalding LLP | March 16, 2020 ECF No. 935 | \$5,408,371.90 | \$5,408,371.90 | \$1,081,674.38 | \$4,326,697.52 | \$3,845.40 | \$3,845.40 |
| Wilmer Cutler Pickering Hale and Dorr LLP | March 16, 2020 ECF No. 941 | \$448,644.25 | \$448,644.25 | \$89,728.85 | \$358,915.40 | \$3,529.30 | \$3,529.30 |
| Davis Polk & Wardwell LLP | March 16, 2020 ECF No. 945 | \$24,058,793.30 | \$24,058,793.30 | \$4,811,758.66 | \$19,247,034.64 | \$289,721.70 | \$289,721.70 |
| Jones Day | March 16, 2020 ECF No. 948 | \$1,067,512.46 | \$1,067,512.46 | \$213,502.49 | \$854,009.97 | \$12,001.56 | \$12,001.56 |

² The Holdback shall be reconsidered at or before the hearing on the second interim fee applications in light of comments by the Fee Examiner.

| Applicant | Date and Docket Number of Application | Fees Requested on First Interim Fee Application | Fees Allowed for First Interim Fee Application (Including Holdback) | Fees Subject to the Holdback ² | Fees Payable by the Debtors | Expenses Requested on First Interim Fee Application | Expenses Allowed for First Interim Fee Application |
|--|---------------------------------------|---|---|---|-----------------------------|---|--|
| KPMG LLP ³ | March 16, 2020 ECF No. 950 | \$580,539.30 | \$580,539.30 | \$116,107.86 | \$464,431.44 | \$614.93 | \$614.93 |
| Ernst & Young LLP | March 16, 2020 ECF No. 951 | \$200,000.00 | \$200,000.00 | \$40,000.00 | \$160,000.00 | \$29,161.00 | \$29,161.00 |
| AlixPartners, LLP | March 16, 2020 ECF No. 952 | \$7,223,413.00 | \$7,223,413.00 | \$1,444,682.60 | \$5,778,730.40 | \$324,981.79 | \$324,981.79 |
| Skadden, Arps, Slate, Meagher & Flom LLP | March 16, 2020 ECF No. 958 | \$3,923,706.10 | \$3,923,706.10 | \$784,741.22 | \$3,138,964.88 | \$25,670.12 | \$25,670.12 |
| PJT Partners LP | March 23, 2020 ECF No. 973 | \$1,020,000.00 | \$1,020,000.00 | \$204,000.00 | \$816,000.00 | \$86,456.43 | \$86,456.43 |
| <u>Official Committee of Unsecured Creditors' Professionals</u> | | | | | | | |
| Jefferies LLC | March 16, 2020 ECF No. 940 | \$900,000.00 | \$900,000.00 | \$180,000.00 | \$720,000.00 | \$75,203.89 | \$75,203.89 |
| Bayard, P.A. | March 16, 2020 ECF No. 942 | \$950,561.00 | \$950,561.00 | \$190,112.20 | \$760,448.80 | \$7,715.34 | \$7,715.34 |
| Province, Inc. | March 16, 2020 ECF No. 946 | \$4,865,202.50 | \$4,865,202.50 | \$973,040.50 | \$3,892,162.00 | \$31,605.81 | \$31,605.81 |
| Akin Gump Strauss Hauer & Feld LLP | March 16, 2020 ECF No. 947 | \$9,838,245.00 | \$9,838,245.00 | \$1,967,649.00 | \$7,870,596.00 | \$165,733.29 | \$165,733.29 |

³ KPMG LLP has been jointly retained by the Debtors and the Official Committee of Unsecured Creditors.

| Applicant | Date and Docket Number of Application | Fees Requested on First Interim Fee Application | Fees Allowed for First Interim Fee Application (Including Holdback) | Fees Subject to the Holdback ² | Fees Payable by the Debtors | Expenses Requested on First Interim Fee Application | Expenses Allowed for First Interim Fee Application |
|---|---------------------------------------|---|---|---|-----------------------------|---|--|
| Kurtzman Carson Consultants LLC | March 16, 2020 ECF No. 949 | \$10,729.22 | \$10,729.22 | \$2,145.84 | \$8,583.38 | \$14,991.54 | \$10,416.74 |
| <u>Ad Hoc Committee of Governmental and Other Contingent Litigation Claimants' Professionals</u> | | | | | | | |
| Brown Rudnick LLP | March 16, 2020 ECF No. 944 | \$1,135,221.75 | \$1,135,221.75 | \$227,044.35 | \$908,177.40 | \$11,073.89 | \$11,073.89 |
| FTI Consulting | March 16, 2020 ECF No. 954 | \$3,183,065.00 | \$3,183,065.00 | \$636,613.00 | \$2,546,452.00 | \$15,395.05 | \$15,395.05 |
| Otterbourg, P.C. | March 16, 2020 ECF No. 955 | \$646,606.50 | \$646,606.50 | \$129,321.30 | \$517,285.20 | \$2,956.87 | \$2,956.87 |
| Gilbert LLP | March 16, 2020 ECF No. 956 | \$946,935.75 | \$946,935.75 | \$189,387.15 | \$757,548.60 | \$22,218.14 | \$22,218.14 |
| Kramer Levin Naftalis & Frankel LLP | March 16, 2020 ECF No. 957 | \$2,635,092.25 | \$2,635,092.25 | \$527,018.45 | \$2,108,073.80 | \$47,449.28 | \$47,449.28 |

Date Order Signed: 5/12/2020

Initials: RDD USBJ